

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

FRANCHISE GROUP, INC., *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 24-12480 (LSS)  
(Jointly Administered)

**Objection Deadline: March 27, 2025 at 4:00  
p.m. ET**

**Hearing Date: May 12, 2025 at 10:00 a.m. ET**

**NOTICE OF FIRST OMNIBUS (NON-SUBSTANTIVE) OBJECTION OF  
THE AD HOC GROUP OF FREEDOM LENDERS TO CERTAIN  
CLAIMS FILED AGAINST THE HOLDCO DEBTORS**

***TO ALL PARTIES RECEIVING THIS OBJECTION:***

**YOU SHOULD REVIEW SCHEDULE 1 AND SCHEDULE 2 TO THE OBJECTION TO LOCATE YOUR NAME AND CLAIM(S) AND TO DETERMINE IF YOUR CLAIM(S) ARE SUBJECT TO THIS OBJECTION.**

**YOUR SUBSTANTIVE RIGHTS MAY ALSO BE AFFECTED BY FURTHER OBJECTIONS THAT MAY BE FILED IN THESE CHAPTER 11 CASES.**

**THE RELIEF SOUGHT IN THIS OBJECTION IS WITHOUT PREJUDICE TO THE RIGHTS OF THE FREEDOM LENDER GROUP OR ANY OTHER PARTY IN INTEREST TO PURSUE FURTHER OBJECTIONS AGAINST THE CLAIMS SUBJECT TO THIS OBJECTION, AND NOTHING HEREIN OR IN THE PROPOSED ORDER IS INTENDED OR SHALL BE DEEMED TO BE AN ALLOWANCE OF ANY SUCH CLAIMS.**

<sup>1</sup> The debtors in these Chapter 11 Cases (the “**Debtors**”), along with the last four digits of their U.S. federal tax identification numbers, to the extent applicable, are Franchise Group, Inc. (1876), Freedom VCM Holdings, LLC (1225), Freedom VCM Interco Holdings, Inc. (2436), B. Riley Receivables II, LLC (4066), Freedom VCM Receivables, Inc. (0028), Freedom VCM Interco, Inc. (3661), Freedom VCM, Inc. (3091), Franchise Group New Holdco, LLC (0444), American Freight FFO, LLC (5743), Franchise Group Acquisition TM, LLC (3068), Franchise Group Intermediate Holdco, LLC (1587), Franchise Group Intermediate L, LLC (9486), Franchise Group Newco Intermediate AF, LLC (8288), American Freight Group, LLC (2066), American Freight Holdings, LLC (8271), American Freight, LLC (5940), American Freight Management Company, LLC (1215), Franchise Group Intermediate S, LLC (5408), Franchise Group Newco S, LLC (1814), American Freight Franchising, LLC (1353), Home and Appliance Outlet, LLC (n/a), American Freight Outlet Stores, LLC (9573), American Freight Franchisor, LLC (2123), Franchise Group Intermediate B, LLC (7836), Buddy’s Newco, LLC (5404), Buddy’s Franchising and Licensing, LLC (9968), Franchise Group Intermediate V, LLC (5958), Franchise Group Newco V, LLC (9746), Franchise Group Intermediate BHF, LLC (8260); Franchise Group Newco BHF, LLC (4123); Valor Acquisition, LLC (3490), Vitamin Shoppe Industries LLC (3785), Vitamin Shoppe Global, LLC (1168), Vitamin Shoppe Mariner, LLC (6298), Vitamin Shoppe Procurement Services, LLC (8021), Vitamin Shoppe

**PLEASE TAKE NOTICE**, that the Ad Hoc Group of Freedom Lenders (the “**Freedom Lender Group**”)<sup>2</sup> filed the *First Omnibus (Non-Substantive) Objection of the Ad Hoc Group of Freedom Lenders to Certain Claims Filed Against the HoldCo Debtors* (this “**Objection**”) with the United States Bankruptcy Court for the District of Delaware (the “**Court**”) seeking to disallow and expunge certain claims filed against Freedom VCM, Inc. and Freedom VCM Interco, Inc. (the “**HoldCo Debtors**”) identified in **Schedule 1** and **Schedule 2** annexed to the Objection. **YOUR RIGHTS MAY BE AFFECTED BY THIS OBJECTION**. Accordingly, you should read this notice, the Objection, and the exhibits attached to this Objection carefully.

**PLEASE TAKE FURTHER NOTICE** that any responses to the Objection must be filed on or before **March 27, 2025 at 4:00 p.m. (prevailing Eastern Time)** (the “**Response Deadline**”) with the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 3<sup>rd</sup> Floor, Wilmington, Delaware 19801 and served on the undersigned counsel to the Freedom Lender Group so as to be received on or before the Response Deadline. Every response to the Objection must contain at a minimum the following:

- (a) a caption setting forth the name of the Court, the case number, and the title of the Objection to which the response is directed;
- (b) the name of the responding party and description of the basis for the amount of the claim, if applicable;
- (c) a concise statement setting forth the reasons why the claim should not be disallowed or modified for the reasons set forth in the Objection, including but not limited to the specific

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Franchising, LLC (8271), Vitamin Shoppe Florida, LLC (6590), Betancourt Sports Nutrition, LLC (0470), Franchise Group Intermediate PSP, LLC (5965), Franchise Group Newco PSP, LLC (2323), PSP Midco, LLC (6507), Pet Supplies “Plus”, LLC (5852), PSP Group, LLC (5944), PSP Service Newco, LLC (6414), WNW Franchising, LLC (9398), WNW Stores, LLC (n/a), PSP Stores, LLC (9049), PSP Franchising, LLC (4978), PSP Subco, LLC (6489), PSP Distribution, LLC (5242), Franchise Group Intermediate SL, LLC (2695), Franchise Group Newco SL, LLC (7697), and Educate, Inc. (5722). The Debtors’ headquarters is located at 109 Innovation Court, Suite J, Delaware, Ohio 43015.

<sup>2</sup> The Freedom Lender Group is comprised of the entities named in the *Verified Statement of the Ad Hoc Group of Freedom Lenders Pursuant to Rule 2019 of the Federal Rules of Bankruptcy Procedure* [Docket No. 229], as it may be amended and supplemented from time to time.

factual and legal bases upon which the responding party will rely in opposing the Objection;

- (d) all documentation or other evidence of the claim or assessed value to the extent not included with the Proof of Claim previously filed with the Court upon which the responding party will rely in opposing the Objection at the hearing;
- (e) the address(es) to which the Freedom Lender Group must return any reply to the response, if different from the one provided in the Proof of Claim; and
- (f) the name, address, and telephone number of the person (which may be the claimant or his/her/its legal representative) possessing ultimate authority to reconcile, settle, or otherwise resolve the claim or response to the Objection on behalf of the responding party.

**PLEASE TAKE FURTHER NOTICE** that the Freedom Lender Group may present (without further notice to the claimant or a hearing) to the Court an order attached to the Objection that affects each claim that is the subject of the Objection if the claimant fails to file and serve a timely response.

**PLEASE TAKE FURTHER NOTICE** that rule 9006-1(d) of the Local Rules for the United States Bankruptcy Court for the District of Delaware permits the Freedom Lender Group to file a reply no later than 4:00 p.m., prevailing Eastern Time, the day prior to the deadline for filing the agenda. The Freedom Lender Group reserves all rights to file a reply to any response filed to the Objection in accordance with such rule.

**PLEASE TAKE FURTHER NOTICE** that a hearing to consider the Objection will be held on **May 12, 2025 at 10:00 a.m. (prevailing Eastern Time)** before the Honorable Laurie Selber Silverstein in the United States Bankruptcy Court for the District of Delaware, 824 Market Street, 6th Floor, Courtroom No. 2, Wilmington, Delaware 19801.

**PLEASE TAKE FURTHER NOTICE that the Court may grant the relief requested in the Objection without further notice or a hearing if you fail to respond to the Objection in accordance with this notice.** Copies of the Objection and its attachments can be accessed free of charge at <https://cases.ra.kroll.com/FRG> or for a fee at <https://ecf.deb.uscourts.gov>.

Dated: March 6, 2024  
Wilmington, Delaware

/s/ Michael J. Farnan

**FARNAN LLP**

Brian E. Farnan (Bar No. 4089)  
Michael J. Farnan (Bar No. 5165)  
919 North Market Street, 12th Floor  
Wilmington, DE 19801  
Telephone: (302) 777-0300  
Facsimile: (302) 777-0301  
Email: bfarnan@farnanlaw.com  
mfarnan@farnanlaw.com

-and-

**WHITE & CASE LLP**

Thomas Lauria (admitted *pro hac vice*)  
Southeast Financial Center  
200 South Biscayne Boulevard, Suite 4900  
Miami, FL 33131  
Telephone: (305) 371-2700  
Facsimile: (305) 358-5744  
Email: tlauria@whitecase.com

-and-

J. Christopher Shore (admitted *pro hac vice*)  
Andrew Zatz (admitted *pro hac vice*)  
Samuel P. Hershey (admitted *pro hac vice*)  
Erin Smith (admitted *pro hac vice*)  
Brett Bakemeyer (admitted *pro hac vice*)  
1221 Avenue of the Americas  
New York, NY 10020  
Telephone: (212) 819-8200  
Facsimile: (212) 354-8113  
Email: cshore@whitecase.com  
azatz@whitecase.com  
sam.hershey@whitecase.com  
erin.smith@whitecase.com  
brett.bakemeyer@whitecase.com

*Counsel to the Ad Hoc Group of  
Freedom Lenders*